

CHAPMAN AND CUTLER

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December 14, 1999

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50 South Main Street
Salt Lake City, Utah 84144
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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 1999-F

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Memorandum of Lease Supplement No. 2 (BNSF 1999-F), dated as of December 15, 1999, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-F), dated as of December 15, 1999, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BNSF 1999-F) and Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-F) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-F) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1999-F), respectively, which were recorded on September 28, 1999.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

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Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Indenture Trustee: Allfirst Bank
25 South Charles Street MC 101-591
Baltimore, Maryland 21201

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Trust Indenture Supplement No. 2 is as set forth on Exhibit A hereto.

A fee of fifty-two (\$52.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 (BNSF 1999-F) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of December 15, 1999, covering railroad equipment bearing the reporting marks listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee which was recorded on September 28, 1999.

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(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2:

Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-F) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201, dated as of December 15, 1999, covering the obligations of the Owner Trustee and the Lessee relating to railroad equipment bearing reporting marks listed in the exhibit attached thereto. The Memorandum of Trust Indenture Supplement No. 2 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee which was recorded on September 28, 1999.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 4513 through BNSF 4514 inclusive BNSF 4517 BNSF 4520 BNSF 4533 BNSF 4536 BNSF 4556 through BNSF 4587 inclusive BNSF 4591 through BNSF 4592 inclusive

RECORDATION NO. 22430-F
DEC 14 '99
4:25 PM
FILED

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 1999-F)

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999-F), dated as of September 1, 1999 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 1999-F), dated December 15, 1999, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 1999.

ALLFIRST BANK

By Robert D. Brown
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

Executed on this 2nd day of December, 1999.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 1999-F)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999-F), dated as of September 1, 1999 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 1999-F), dated December 15, 1999, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____

Name: **Donald G. MacKelcan**

Title: **Vice President**

Executed on this 6th day of December, 1999.

ALLFIRST BANK

By _____

Name:

Title:

Executed on this ____ day of December, 1999.

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

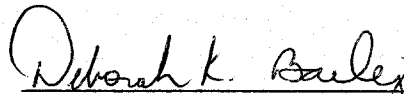
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF MARYLAND)
CITY) SS.:
COUNTY OF BALTIMORE)

On this, the 2nd day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on December 2, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Deborah K. Bailey
Notary Public
My Commission Expires: 4/13/02
Residing in Baltimore City

STATE OF Delaware)
COUNTY OF New Castle) SS.:

On this, the 6th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December , 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: KATHLEEN A. PEDELINI
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the corporation of ALLFIRST BANK, that said instrument was signed on December __, 1999 on behalf of said _____ by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 4513 through BNSF 4514 inclusive BNSF 4517 BNSF 4520 BNSF 4533 BNSF 4536 BNSF 4556 through BNSF 4587 inclusive BNSF 4591 through BNSF 4592 inclusive